



CÔNG TY CỔ PHẦN BAO BÌ VÀ IN NÔNG NGHIỆP
AGRICULTURE PRINTING AND PACKAGING JOINT STOCK COMPANY

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SYNTHETIC Proposal to amend and supplement the Charter of Agricultural Packaging and Printing Joint Stock Company

TT	Proposed correction location				Content of proposed amendment or supplement	Adjustment basis
	Chapter / Article	Amount / Point	Page	Old content		
1	Article 1 Definitions	Point e Clause 1	4	e. "Business Law " means Enterprise Law No.68/2014/QH13 was passed by the National Assembly on November 26, 2014;	e. "Business Law " means Enterprise Law No.59/2020/QH14 passed by the National Assembly on June 17, 2020;	Enterprise Law 2020
2		Point g Clause 1	4	g. "Manager" is the General Director, Deputy General Director, Chief Accountant and other management positions in the Company approved by the Board of Directors;	g. "Manager" To be Chairman of the Board, General Director, Deputy General Director, Chief Accountant and other management positions in the Company approved by the Board of Directors;	Clause 24, Article 4, Enterprise Law 2020
3		Point h Clause 1	4	h. "Related person" is any individual or organization specified in paragraph 17, Article 4 of the Law on Enterprises;	a. "Related person " is any individual or organization specified in paragraph 23, Article 4 of the Enterprise Law;	Clause 23, Article 4, Enterprise Law 2020
4	Chapter II		5	CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION OF THE COMPANY	CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	Refer to the Model Charter applicable to Public Companies according to Circular 116/2020/TT-BTC

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5	Article 2	Section 5	5	5. The Chairman of the Board of Directors is the legal representative of the Company. Detailed information about the legal representative of the Company is recorded in the Company's latest Business Registration Certificate.	5. Legal representative of the Company: a) The Company has 01 legal representative who is the Chairman of the Board of Directors. Detailed information about the legal representative of the Company is recorded in the Company's latest Business Registration Certificate. b) Rights and obligations of the legal representative: The legal representative of the Company represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as the person requesting settlement of civil matters, the plaintiff, the defendant, the person with related rights and obligations before the Arbitration, the Court and other rights and obligations as prescribed by law.	Refer to the Model Charter applicable to Public Companies according to Circular 116/2020/TT-BTC; Article 12 of the 2020 Enterprise Law; Point g, Clause 2, Article 24 of the 2020 Enterprise Law.
6	Article 3	Clause 1	6	Company's business areas <i>No points (g)</i>	Company's business areas <u>and Subsidiaries:</u> g) Consulting on anti-counterfeiting technology; trading in anti-counterfeiting stamps; tracing the origin of goods; research, application and technology transfer services in the field of anti-counterfeiting; promotional services; e-commerce activities	Certificate of Business Registration of Subsidiary Company (DAC)
7	Chapter IV		7	CHAPTER IV: CHARTER CAPITAL, SHARES, SHAREHOLDERS	CHAPTER IV CHARTER CAPITAL, SHARES, SHAREHOLDERS INFORMATION	In accordance with the content of Clause 8, Article 5
8	Article 5	Section 9	8	9. Ownership ratio of Foreign Investors' shares in the Company: comply with current legal regulations.	<u>9. Maximum foreign ownership ratio in the company: The maximum foreign ownership ratio in the company is 49% (forty-nine percent) of the total charter capital of the company, unless the law provides for another ratio.</u>	Point c Clause 1 Article 139 Decree 155/2020/ND-CP

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9	Article 8	Section 3	9	<p>2. Shares that have not been fully paid up shall not be transferable or entitled to dividends.</p> <p>3. Cases If a shareholder dies, his or her legal heirs shall have a right to receive any benefit in respect of the shares, but this provision shall not release the estate of a deceased shareholder from any liability in respect of any shares held by him or her.</p>	<p>2. Shares that have not been fully paid are not transferable and are not entitled to dividends.</p> <p>3. <u>In case a shareholder who is an individual dies, the heir according to the will or law of that shareholder becomes a shareholder of the company.</u></p>	Clause 3, Article 127 of the Enterprise Law 2020
10	Article 11	Point h Clause 2	11	h. Request the Company to buy back their shares in the cases specified in Clause 1, Article 129 of the Law on Enterprises 2014;	h. Request the Company to buy back their shares in the cases specified in <u>Clause 1, Article 132 of the Enterprise Law 2020;</u>	Clause 1, Article 132 of the Enterprise Law 2020;
11		Clause 3, Point a	11	a. Each shareholder holding more than 1% of voting shares within six (06) months or more have the right to nominate himself/herself for the Board of Directors.	a. Each shareholder holding 1% or more of voting shares has the right to nominate himself/herself for the Board of Directors.	Clause 2, 5 Article 115 Enterprise Law 2020
12		Point b, Clause 3	11	b. Each shareholder holding more than 0.5% of voting shares within six (06) months or more have the right to nominate himself/herself for the Board of Supervisors.	b. Each shareholder holding 0.5% or more of voting shares has the right to nominate himself/herself for the Board of Supervisors.	

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13		Section 4	11	4. Right to nominate to the Board of Directors and Supervisory Board: Shareholders or groups of shareholders holding up to 10% of voting shares for a continuous period of at least six months 10% to less than 30% can nominate two members; 30% to less than 50% can nominate three members; 50% to less than 65% can nominate four members and if 65% or more can nominate enough candidates.	4. Right to nominate to the Board of Directors and the Board of Supervisors: Shareholders or groups of shareholders holding up to 10% of voting shares may nominate one member; from 10% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members and if 65% or more may nominate enough candidates.	
14		Section 5	11	5. Shareholders or groups of shareholders holding more than 5% of total common shares for a continuous period of six (06) months or more have the following rights:	5. Shareholders or groups of shareholders holding more than 5% of total common shares have the following rights:	
15	Article 12	Section 6	11	Not yet	6. Keep confidential the information provided by the company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the company to other organizations or individuals.	Clause 5, Article 119 of the Enterprise Law 2020
16		Clause 1	12	1. The General Meeting of Shareholders is the highest competent body of the Company.	1. The General Meeting of Shareholders is the highest <u>decision-making body</u> of the Company.	Article 138 of the Enterprise Law 2020.

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17	Article 13	Point e Clause 3	12	e. The Board of Supervisor requests to convene a meeting if the Board of Supervisor has reason to believe that the members of the Board of Directors or the Manager seriously violate their obligations under the Article 160 of the 2014 Enterprise Law or the Board of Directors acts or attempts to act beyond its authority;	e. The Board of Supervisor requests to convene a meeting if the Board of Supervisor has reason to believe that the members of the Board of Directors or the Manager seriously violate their obligations under the <u>Article 165 of the Enterprise Law 2020</u> or the Board of Directors acts or attempts to act beyond its authority;	Article 165 of the Enterprise Law 2020.
18		Point b Clause 4	12	b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13, within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 5, Article 136 of the Enterprise Law 2014.	b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13, within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in <u>Clause 3, Article 140 of the Enterprise Law 2020.</u>	Clause 3, Article 140 of the Enterprise Law 2020.
19		Point c Clause 4	12	c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 13, within the next thirty (30) days, the shareholder or group of shareholders with the request as prescribed in Point d, Clause 3, Article 13 shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders as prescribed in Clause 6, Article 136 of the Enterprise Law 2020.	c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 13, within the next thirty (30) days, the shareholder or group of shareholders with the request as prescribed in Point d, Clause 3, Article 13 shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders as prescribed in <u>Clause 4, Article 140 of the Enterprise Law 2020.</u>	Clause 4, Article 140 of the Enterprise Law 2020

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20	Article 14		13	Article 14. Rights and mission of the General Meeting of Shareholders	Article 14. Rights and <u>obligation</u> of the General Meeting of Shareholders	Model charter applicable to public companies according to Circular 116/2020/TT-BTC; Article 138 of the Enterprise Law 2020
21		Section 2	13	2. The annual and extraordinary General Meeting of Shareholders approved the following issues by voting at the meeting::	2. Annual and extraordinary general meetings of shareholders approve <u>by</u> Voting form at the meeting on the following issues:	Clause 2, Article 147 of the Enterprise Law 2020
22		Point e Clause 2	13	e) Elect, dismiss and replace members of the Board of Directors and the Board of Supervisors and approve the Board of Directors' appointment of the General Director	e) Elect, dismiss and replace members of the Board of Directors and the Board of Supervisors.	AT
23		Point f Clause 2	13	f) Total remuneration of the Board of Directors and the Board of Directors' Remuneration Report	f) Total remuneration of the Board of Directors members and the Board of Directors' remuneration report; <u>Board of Supervisor</u>	AT
24		Point m Clause 2	14	m. The company buys back more than 10% of a type of issued shares.;	m. Decision to buy back more than 10% of total sold shares of each type	Point g Clause 2 Article 138 Enterprise Law 2020
25		Point n Clause 2	14	n. The General Director concurrently serves as Chairman of the Board of Directors;	Abolished by law	Clause 2, Article 275, Decree 155/2020/ND-CP

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26		Point o Clause 2	14	The Company or its Branches sign contracts with persons specified in Clause 1, Article 162 of the 2014 Enterprise Law with a value equal to or greater than 20% of the total asset value of the Company and its Branches recorded in the most recent audited financial statements. ;	o. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company (or its branches) and the entities specified in Clause 1, Article 167 of the Enterprise Law 2020 with a transaction value equal to or greater than 20% of the total value of the Company's assets recorded in the most recent audited financial statements;	Clause 1, Point a Clause 3 Article 167 Law on Enterprises 2020; Refer to the Model Charter according to Circular 116/2020/TT-BTC
27		Point q Clause 2		Not yet	q. Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	Clause 4, Article 293, Decree 155/2020/ND-CP; Refer to the Model Charter according to Circular 116/2020/TT-BTC
28		Point r Clause 2		Not yet	r. Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisors;	Point l Clause 2 Article 138 Law on Enterprises 2020; Refer to the Model Charter according to Circular 116/2020/TT-BTC
29	Article 15		14	Article 15. Authorized Representatives	Article 15. <u>Authorization to attend the General Meeting of Shareholders</u>	Refer to the Model Charter applicable to Public Companies according to Circular 116/2020/TT-BTC

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30	Article 16	Clause 1	15	1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders holding at least 65% of the common shares attending the meeting and at the same time approved by shareholders holding at least 65% of the voting rights of the above type of preferred shares.	1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.	Clause 1 and 6, Article 148 of the Enterprise Law 2020; Article 17 of the Model Charter applicable to Public Companies according to 116/2020/TT-BTC
31	Article 17	Section 3	16	3. [...] Notice of the General Meeting of Shareholders must be sent at least fifteen (15) days before the date of the General Meeting of Shareholders, (calculated from the date on which the notice is duly sent or delivered, postage is paid or mailed). The notice of the General Meeting of Shareholders must be published on the Company's website at the same time as the notice is sent to the shareholders.	3. [...] Notice of the General Meeting of Shareholders must be sent at least <u>twenty one (21)</u> days before the date of the General Meeting of Shareholders, (calculated from the date on which the notice is duly sent or delivered, postage is paid or mailed). The notice of the General Meeting of Shareholders must be published on the Company's website at the same time as the notice is sent to the shareholders.	Clause 1, Article 143 of the Enterprise Law 2020
32		Section 5	16	The convener of the General Meeting of Shareholders has the right to refuse the Suggestions related to Clause 4 of - in the following cases:	The convener of the General Meeting of Shareholders has the right to refuse the <u>recommendation</u> according to Clause 4 of this Article in the following cases:	Clause 3, Article 142 of the Enterprise Law 2020

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33				Not yet	b. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 4 of this Article, he/she must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders.	Clause 3, Article 142 of the Enterprise Law 2020
34		Point a Clause 5	16	a. Propose sent late or incomplete, incorrect content;	* <u>Recommendation</u> sent late or incomplete, incorrect content <u>as prescribed in Clause 4 of this Article</u> ;	Correcting technical citations; Point a Clause 3 Article 142 Enterprise Law 2020
35		Point b Clause 5	16	b. At the time of proposal , shareholders or groups of shareholders do not have 5% or more of common shares <u>for a continuous period of at least six (06) months</u> ;	* At the time of <u>recommendation</u> , shareholders or groups of shareholders do not have 5% or more of common shares;	Clause 2, Article 115 of the Enterprise Law 2020
36		Point c Clause 5	16	c. Problem proposed not within the authority of the General Meeting of Shareholders to discuss and approve.	* Problem <u>recommended</u> not within the authority of the General Meeting of Shareholders to discuss and approve.	Unify terminology with Clause 3, Article 142 of the Enterprise Law 2020
37	Article	Section 2	16	2. In case there is not enough number of delegates required within thirty minutes from the time set for the opening of the congress, the congress must be convened again within thirty (30) days from the date of the intended holding of the first General Meeting of Shareholders. The General Meeting of Shareholders convenes again The meeting shall only be held when attended by shareholders and authorized representatives representing at least 33% of the voting shares.	2. In case there is not enough number of delegates required within thirty minutes from the time set for the opening of the congress, the congress must be convened a <u>second time</u> within thirty (30) days from the date of the intended holding of the first General Meeting of Shareholders. The General Meeting of Shareholders convened the <u>second time</u> shall only be held when attended by shareholders and authorized representatives representing at least 33% of the voting shares.	Clause 2, Article 145 of the Enterprise Law 2020

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38	18	Section 3	17	3. In case the second congress cannot be held due to insufficient number of delegates within thirty minutes from the scheduled opening time of the congress, The third general meeting of shareholders may be convened within twenty (20) days from the date of the second general meeting and in this case the meeting is held regardless of the number of shareholders or authorized representatives attending and is considered valid and has the right to decide all matters that the first General Meeting of Shareholders can approve.	3. In case the second congress cannot be held due to insufficient number of delegates within thirty minutes from the scheduled opening time of the congress, <u>The third meeting notice must be sent within the time limit</u> twenty (20) days from the date of the second general meeting and in this case the meeting is held regardless of the number of shareholders or authorized representatives attending and is considered valid and has the right to decide all matters that the first General Meeting of Shareholders can approve.	Clause 3, Article 145 of the Enterprise Law 2020

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39	Article 19	Section 4	17	4. The General Meeting of Shareholders will be <u>hosted</u> by the Chairman of the Board of Directors. In case the Chairman of the Board of Directors is absent, the Vice Chairman of the Board of Directors or a person elected by the General Meeting of Shareholders will <u>host</u> the meeting. In case none of them can chair the meeting, the highest-ranking member of the Board of Directors present will hold a meeting to elect the Chairman of the General Meeting of Shareholders, who need not be a member of the Board of Directors. The Chairman, Vice Chairman or the Chairman elected by the General Meeting of Shareholders shall nominate a secretary to take minutes of the meeting. In case of election of a Chairman, the name of the nominated Chairman and the number of votes for the Chairman must be announced.	4.The General Meeting of Shareholders will be <u>chaired</u> by the Chairman of the Board of Directors or <u>authorize another member of the Board of Directors to chair the meeting of the General Meeting of Shareholders</u> .. In case the Chairman of the Board of Directors is absent, the Vice Chairman of the Board of Directors or a person elected by the General Meeting of Shareholders will <u>chair</u> . In case none of them can chair the meeting, the highest-ranking member of the Board of Directors present will hold a meeting to elect the Chairman of the General Meeting of Shareholders, who need not be a member of the Board of Directors. The Chairman, Vice Chairman or Chairman elected by the General Meeting of Shareholders shall nominate a secretary to prepare the minutes of the meeting. In case of election of the Chairman, the name of the nominated Chairman and the number of votes for the Chairman must be announced.	Clause 3, Article 145 of the Law on Enterprises 2020
40	Article 20	Name of thing	19	Article 20. Approve the decision of the General Meeting of Shareholders	Article 20. <u>Conditions for the decision of the General Meeting of Shareholders to be passed</u>	Refer to the Model Charter applicable to Public Companies according to Circular 116/2020/TT-BTC
41		Point b Clause 1	19	b. Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors; approve the appointment of the General Director by the Board of Directors;	b. Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors;	

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42		Section 2	19	2. Decisions of the General Meeting of Shareholders relating to amendments and supplements to the Charter, types of shares and number of shares offered for sale, reorganization or dissolution of the enterprise, purchase and sale of assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the most recent audited financial statements shall be approved when there are 65% or more of the total number of votes. Shareholders with voting rights are present in person or through authorized representatives at the General Meeting of Shareholders;	2. Decisions of the General Meeting of Shareholders are passed when 65% or more of the total number of votes of all shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders agree on the following issues: a) Amendments and supplements to the Charter; b) Types of shares and number of shares offered for sale; c) Changes in business lines, occupations and fields; d) Reorganization or dissolution of the enterprise; e) Investment projects or transactions to purchase or sell assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the most recent audited Financial Statement;	Clause 1, Article 148, Enterprise Law 2020
43		Clause 1	19	1. The Board of Directors has the right to obtain written opinions from shareholders to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company.	1. The Board of Directors has the right to obtain written opinions from shareholders to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company. <u>except for the case specified in Clause 2, Article 14 of this Charter;</u>	Clause 1, Article 149 of the Enterprise Law 2020

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44	Article 21	Point c Clause 3	20	c. Full name, address of permanent-resident , nationality, ID card number, Passport or other legal personal-identification of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of shareholders or authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;	c. Full name, contact address, nationality, Identity card <u>number</u> or <u>Citizen ID number</u> or <u>Passport number</u> or <u>other legal documents</u> of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of shareholders or authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;	Point c Clause 3 Article 149 Enterprise Law 2020
45		Point g Clause 3	20	g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company;	g. Full name and signature of the Chairman of the Board of Directors;	Point g Clause 3 Article 149 Enterprise Law 2020
46		Point e Clause 5	20	e. Decisions adopted;	e. Decisions adopted <u>and the corresponding passing vote ratio</u>	Point d Clause 5 Article 149 Enterprise Law 2020
47	Article 22		21	Article 22. Minutes of the General Meeting of Shareholders	Article 22. <u>Resolution</u> , Minutes of the General Meeting of Shareholders	Refer to the Model Charter applicable to Public Companies according to Circular 116/2020/TT-BTC; Article 3 of the Enterprise Law 2020
48	Article 23	Clause 1	21	1. The order and procedures for convening the General Meeting of Shareholders are not in accordance with the provisions of the Law on Enterprises and the Company Charter;	1. The order and procedures for convening the General Meeting of Shareholders are not in accordance with the provisions of the Enterprise Law and the Company Charter. <u>except for the case specified in Clause 7, Article 17 of this Charter;</u>	Clause 1, Article 151 of the Enterprise Law 2020

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49	Article 24		22	Not yet	<p>4. Candidacy and nomination of members of the Board of Directors: a) In case the candidates for the Board of Directors have been determined, the Company will publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting;</p> <p>b) Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors.</p> <p>c) Information related to candidates for the Board of Directors to be published includes:</p> <ul style="list-style-type: none"> - Full name, date of birth; - Professional qualifications; - Work history; - Other management positions (including positions on the Board of Directors of other companies); - Interests related to the Company and related parties of the Company; - Other information (if any) as prescribed in the Company Charter; <p>d) Public companies must be responsible for disclosing information about companies where candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).</p>

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50				Not yet	<p>e) Shareholders or groups of shareholders owning 10% (ten percent) or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company Charter.</p> <p>f) In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Board of Directors' operations.</p> <p>g) The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</p> <p>h) Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.</p>
51	Article 24	Clause 1	22	<p>1. The number of members of the Board of Directors is five (05) people. The term of office of the Board of Directors is five (05) years. The term of office of a member of the Board of Directors is five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The total number of independent non-executive members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors.</p>	<p>1. The number of members of the Board of Directors is five (05) people.</p> <p>2. The term of office of the Board of Directors is five (05) years. The term of office of a member of the Board of Directors is five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms.</p> <p>3. The total number of independent non-executive members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two consecutive terms.</p>

Clause 2, Article 154 of the Enterprise Law 2020

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52		Point e Clause 2	22	e. Not a person who has been a member of the Board of Directors or Board of Supervisors of the Company for at least the previous 5 consecutive years.	e. Not a person who has been a member of the Board of Directors or Board of Supervisors of the Company for at least the previous 5 consecutive years, <u>except in cases of being appointed for 02 consecutive terms.</u>	Point d Clause 2 Article 155 Enterprise Law 2020
53		Point b Clause 3	22	b. A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of a maximum of 05 other companies.since-01/08/2019	b. A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of a maximum of 05 other companies.	Clause 3, Article 275, Decree 155/2020/ND-CP
54		Section 4	22	4. A member of the Board of Directors will no longer be a member of the Board of Directors in the following cases:	<u>The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</u>	Clause 1, Article 160 of the Enterprise Law 2020
55		Point b Clause 4	22	b. That member submits a written resignation to the Company's head office;	b. That member submits a written resignation to the Company's head office, <u>and is approved;</u>	Point b Clause 1 Article 160 Enterprise Law 2020
56		Point d, e Clause 4	22	d. That member is absent from attending meetings of the Board of Directors continuously for six (06) months and during this time the Board of Directors does not allow that member to be absent and has ruled that his/her position is vacant; e. That member is removed from the Board of Directors by decision of the General Meeting of Shareholders.	<u>The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</u> * That member is absent from attending meetings of the Board of Directors continuously for six (06) months and during this time the Board of Directors does not allow that member to be absent and has ruled that his/her position is vacant, <u>except in case of force majeure.</u> * That member is removed from the Board of Directors by decision of the General Meeting of Shareholders.	Clause 2, Article 160 of the Enterprise Law 2020; Add Clause 4a

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57	Article 25	Point a Clause 2	23	l. Decide on solutions for market development, marketing and technology; approve purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the most recent financial report;	l. Decide on solutions for market development, marketing and technology; approve purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the most recent financial report; <u>except for transactions and contracts under the decision-making authority of the General Meeting of Shareholders;</u>	Point h Clause 2 Article 153 Enterprise Law 2020
58		Point d Clause 2	23	d. Decide on the organizational structure of the Company;	d. Decide on the organizational structure and internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;	Point l, Clause 2, Article 153 of the Enterprise Law 2020
59	Article 26	Clause 1	25	1. General meeting of shareholders or The Board of Directors shall select from among its members a Chairman and a Vice Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors may concurrently hold the position of General Director of the Company. The Chairman of the Board of Directors concurrently holding the position of General Director must be approved annually at the Annual General Meeting of Shareholders. From August 1, 2020, the Chairman of the Board of Directors is not allowed to concurrently hold the position of General Director.	1. The Board of Directors must select from among its members one (01) Chairman and one (01) Vice Chairman of the Board of Directors. The Chairman of the Board of Directors of the Company may not concurrently hold the position of General Director.	Clause 1, Clause 2, Article 156 of the Enterprise Law 2020

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60				Not yet	<p>2. The Chairman of the Board of Directors is the legal representative of the Company, with the following rights and obligations:</p> <p>a) Prepare the program and plan of activities of the Board of Directors;</p> <p>b) Prepare or organize the preparation of programs, contents, and documents for meetings; convene, chair the General Meeting of Shareholders and meetings of the Board of Directors;</p> <p>c) The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends the annual financial report, the Company's operational report, the audit report and the Board of Directors' inspection report to the Shareholders at the General Meeting of Shareholders;</p> <p>d) Sign the Board of Directors' decisions on behalf of the Board of Directors;</p> <p>e) Monitor and inspect the implementation of the Board of Directors' decisions;</p>	Article 156, Law on Enterprises 2020

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61				<p>Not yet</p> <p>f) Make recommendations to the Board of Directors and the General Meeting of Shareholders on the appointment, dismissal, and removal of the General Director. Sign a labor contract with the General Director on behalf of the Board of Directors.</p> <p>g) If necessary, the Chairman of the Board of Directors may temporarily suspend the decisions of the General Director to limit losses and must then report in writing to the Board of Directors for an official decision on the suspension or cancellation of such temporary suspension decision within fifteen (15) days from the date of the decision on temporary suspension.</p> <p>h) Other rights and obligations as prescribed by the Enterprise Law and the Company's Charter.</p> <p>3. The Vice Chairman of the Board of Directors shall have the same rights and obligations as the Chairman of the Board of Directors in cases where he is authorized by the Chairman of the Board of Directors, but only in cases where the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure or is unable to perform his duties.</p>	

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62				Not yet	<p>4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairman of the Board of Directors or another member to exercise the rights and obligations of the Chairman of the Board of Directors. 5. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, is restricted or loses civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members of the Board of Directors may elect another person among them to hold the position of Chairman of the Board of Directors on the principle of the majority of the remaining members agreeing until a new decision of the Board of Directors is made.</p> <p>6. In case the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision to dismiss or remove the Chairman of the Board of Directors.</p>	
63	Article 27	Section 2	26	<p>2.Regular meetings: The Chairman of the Board of Directors must convene board-meetings, set the agenda, time and place of the meeting at least seven (07) days before the scheduled meeting date.The Chairman may convene a meeting whenever he deems it necessary, but there must be at least one meeting each quarter.</p>	<p>2.The Board of Directors meets at least quarterly and may hold <u>extraordinary meetings</u>. The Chairman of the Board of Directors must set the agenda, time and place of the meeting at least seven (07) days before the scheduled meeting date.</p>	Clause 2, Article 157 of the Enterprise Law 2020

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64		Section 3	26	3. Extraordinary meetings. The Chairman must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:	3. The Chairman must convene a meeting of the Board of Directors, and must not delay without justifiable reason, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:	Clause 3, Article 157 of the Enterprise Law 2020
65		Point d Clause 3	26	d. Majority of the members of the Board of Supervisors.	d. Majority of the members of the Board of Supervisors <u>or</u> independent member of the Board of Directors.	Point a Clause 3 Article 157 Enterprise Law 2020
66	Chapter VIII		28	General Director	Chief Executive Officer	
67	Article 30	Section 2	29	2. Term. Pursuant to Article 26 of this Charter, the General Director may not be the Chairman of the Board of Directors. The term of office of the General Director is five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director shall not be a person prohibited by law from holding this position, i.e. a minor, a person lacking capacity for civil acts, a person who has been sentenced to prison, a person serving a prison sentence, an armed forces officer, a state official, and a person who has been judged to have caused the Company they previously led to go bankrupt.	1. Term. The Term of office of the Chief Executive Officer (CEO) is a <u>maximum of five (05) years</u> and may be reappointed. The appointment may expire based on the provisions of the labor contract. The CEO shall not be a person prohibited by law from holding this position, i.e. a minor, a person lacking capacity for civil acts, a person who has been sentenced to prison, a person serving a prison sentence, an armed forces officer, a state civil servant, and a person who has been judged to have caused the Company they previously led to go bankrupt, and the condition as prescribed <u>according to the provisions of Clause 5, Article 162 of the Enterprise Law 2020.</u>	Pursuant to Clause 2, Article 157 and Clause 5, Article 162 of the Enterprise Law 2020

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68		Point b Clause 3	29	b. Decide all day-to-day business matters without resolution from of the Board of Directors; Decide on contracts for purchase, sale, borrowing, lending and other contracts with a value of less than 35% of the total value of assets recorded in the Company's most recent financial report. In case these contracts exceed the limit, they must be approved by the Board of Directors according to the provisions of Point m, Clause 2, Article 25 of this Charter; Sign financial and commercial contracts on behalf of the Company; Organize and operate the Company's daily production and business activities according to best management practices;	- Decide on all daily business matters according to the division of tasks and powers between the Chairman of the Board of Directors and the Chief Executive Officer that are not under the authority of the Board of Directors; - Sign economic contracts authorized by the Company's Legal Representative. - Organize and operate the Company's daily production and business activities according to best management practices;	According to the Company's management hierarchy

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69	Article 35		33	Not yet	<p>3. Nomination and candidacy for members of the Board of Supervisors:</p> <p>a) Nomination and candidacy for members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 4, Article 24 of this Charter.</p> <p>b) In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and Regulations on the Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.</p> <p>4. Members of the Board of Supervisors must meet the following criteria:</p> <p>a) In case a shareholder does not have enough shares to be elected to the Board of Supervisors but meets other criteria, he/she can still be elected to the Board of Supervisors if he/she is authorized by other shareholders to manage enough 0.5% of the shares in the charter capital;</p> <p>b) Be 21 years of age or older, have full civil act capacity and are not prohibited from establishing and managing an enterprise according to the provisions of this Law;</p> <p>c) Not holding a managerial or executive position in the Company; Not being the wife or husband, father, adoptive father, mother, adoptive mother, child, adopted child, brother, sister or sibling of a member of the Board of Directors, the General Director and other managers.</p>

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70	Article 36	Point d Clause 1	34	d. Review annual, six (06) month and quarterly financial reports before submitting to the Board of Directors;	d. Review annual, six (06) month and quarterly financial reports before submitting to the Board of Directors; <u>Review contracts and transactions with related parties under the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or General Meeting of Shareholders.</u>	Clause 3, Article 170 of the Enterprise Law 2020
71	Article 39	Name of thing	35	Powers and obligations of APP Hanoi General Director towards LLC	Powers and obligations of the Chairman of the Board of Members of a LLC	According to the Company's management hierarchy

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72	Article 40	Section 7, 8, 9	36	<p>7. Appoint, dismiss, remove management positions in the Company, except for positions under the authority of the Board of Directors of the Company for approval. Specifically:</p> <p>a. For the positions of Deputy Director, Chief Accountant: The Company Director considers and proposes to the General Director, the Board of Directors of the Company as a basis for consideration and written agreement to issue the appointment - dismissal decision.</p> <p>b. Appointment and dismissal decisions for the positions of: Head, Deputy Head of Professional Department, Production Workshop, Direct Team, Production Team Leader...</p> <p>8. Propose the Company's organizational structure plan.</p> <p>9. Prepare monthly production and business results reports, Quarterly and Annual financial statements according to regulations and send them to General-Director of APP Hanoi.</p>	<p>7. Propose the Board of Directors of APP Company, the Chairman of the Board of Members of the LLC to approve in writing the appointment, dismissal, and removal of management positions in the LLC, including the positions: Deputy Director, Chief Accountant, Head, Deputy Head of Professional Departments, Production Workshop, Direct Team, and Production Team Leader under the LLC.</p> <p>8. Propose the appointment and dismissal of the following positions: Propose the Company's organizational structure plan.</p> <p>9. Prepare monthly business performance reports, Quarterly and Annual financial statements according to regulations and send them to Chairman of the Board of Members of the LLC.</p>	According to the Company's management hierarchy

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73		Section 11	37	Other regulations between the Board of Directors, General Director of APP Hanoi and the Director of the LLC: Details at each period, with amendments and supplements in accordance with the rights, obligations and responsibilities of the parties.	Other regulations between the Board of Directors, <u>Chairman of the Board of Members of the Company Limited</u> , CEO of APP, <u>Board of Directors, Chief Accountant of APP</u> with the Director of the LLC: Details at each period, with adjustments and supplements in accordance with the rights, obligations and responsibilities of the parties.	
74	Article 41		37	A branch is a dependent unit of an enterprise, with the function of representing the enterprise under authorization.	A branch is a subsidiary unit of Agricultural Packaging and Printing Joint Stock Company (hereinafter referred to as "enterprise"), with the task of performing all or part of the functions of the enterprise, including the function of authorized representation, in compliance with the regulations and rules of the enterprise from time to time. The branch's business lines must be consistent with the business lines of the enterprise.	Article 44, Article 45 of the Enterprise Law 2020
75	Article 47		39	Reserve fund for additional charter capital	Abolish this	To suit the actual operations of the Company
76	Article 53	Clause 1	43	1. The Board of Directors shall decide to adopt the official seal of the Company, and the seal is engraved according to the provisions of law .	1. The Board of Directors shall decide to adopt the official seal of the Company, <u>Type of seal, quantity, form and content of the company seal and seal made at the seal carving facility .</u>	Clause 1, Article 43 of the Enterprise Law 2020
BOARD OF DIRECTORS AGRICULTURAL PRINTING AND PACKAGING JSC					DAZPRO LAW FIRM	